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August 26, 1997

FULL RELEASE AND TERMINATION

Recordation No. 19585-C

RECORDATION NO. 19585-C FILED

AUG 26 '97

11-25 AM

Dear Mr. Williams:

On behalf of The York Bank and Trust Company, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination ("Release"), executed as of August 15, 1997, to be filed under Recordation No. 19585-C.

The party executing the Release is:

The York Bank and Trust Company
109 West Market Street
York, PA 17405

- RELEASING PARTY

The said Release is a full and complete termination and release of the Financing and Security Agreement as amended ("Agreement") recorded under Recordation No. 19585 and subparts thereof and should be recorded under the next available letter under Recordation No. 19585 which we believe will be "-C."

The units of rolling stock covered by the enclosed Release are all such units as covered in and by the aforesaid Agreement recorded under Recordation No. 19585 and subparts thereof.

A short summary of the Release to appear in the STB Index is as follows:

"Full termination and release of Financing and Security Agreement as amended filed under Recordation No. 19585 and subparts thereof."

Enclosed is a check in the amount of twenty-four dollars (\$24.00) in payment of the filing fee.

Counterparts to A. H. [Signature]

AUG 26 11 25 AM
RECEIVED
SURFACE TRANSPORT BOARD

DONELAN, CLEARY, WOOD & MASER, P.C.

Honorable Vernon A. Williams
August __, 1997
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Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for The York Bank and Trust Company
for the purpose of this filing*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8398-020

FULL RELEASE AND TERMINATION
OF

AUG 26 '97

11-25AM

FINANCING AND SECURITY AGREEMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NOS. 19585, 19585-A, and 19585-B

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Yorkrail, Inc., a Delaware corporation ("YKR") as debtor, and The York Bank and Trust Company, a Pennsylvania state banking corporation, as secured party, did enter into that certain Financing and Security Agreement dated as of December 20, 1994 (the "Security Agreement") which was filed and recorded with the Interstate Commerce Commission ("ICC") on September 1, 1995 under Recordation No. 19585; and

WHEREAS, by that certain Amendment to Financing and Security Agreement entered into as of August 25, 1995 and recorded with the ICC on September 1, 1995, under Recordation No. 19585-A, between YKR and The York Bank and Trust Company, did amend the aforesaid Financing and Security Agreement; and

WHEREAS, by that certain Second Amendment to Financing and Security Agreement entered into as of August 28, 1996 and recorded with the ICC on September 5, 1996, under Recordation No. 19585-B, between YKR and The York Bank and Trust Company, did further amend the aforesaid Financing and Security Agreement; and

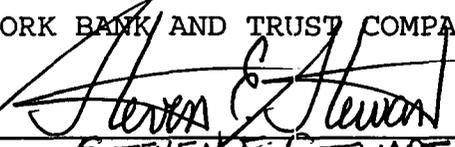
WHEREAS, the obligations secured by the Financing and Security Agreement, as amended, have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, The York Bank and Trust Company does hereby release and terminate in toto the aforesaid Financing and

Security Agreement, as amended and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, The York Bank and Trust Company has duly executed this FULL RELEASE AND TERMINATION OF FINANCING AND SECURITY AGREEMENT as of this 15 day of August, 1997.

THE YORK BANK AND TRUST COMPANY

By: 

Name:

STEVEN E. STEWART

Title:

VICE PRESIDENT

STATE OF Pennsylvania)
COUNTY OF York)

On this 15th day of August, 1997, before me personally appeared Steven E Stewart, to me personally known, who by me duly sworn, says that he/she is the Vice President of The York Bank and Trust Company, that the foregoing instrument was signed on behalf of The York Bank and Trust Company and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of The York Bank and Trust Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Gloria J Confer
Notary Public

[SEAL]
My commission expires: _____

10057152

Notarial Seal
Gloria J. Confer, Notary Public
York, York County
My Commission Expires Feb. 27, 1999
Member, Pennsylvania Association of Notaries